

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Lehman Brothers Holdings Inc., et al,
Debtors.

Chapter: 11

Case No. 08-13555 (JMP)
(Jointly Administered)

**AFFIDAVIT AND DISCLOSURE STATEMENT OF Rob Charles
ON BEHALF OF Lewis and Roca LLP**

STATE OF Arizona)
COUNTY OF Pima)

Rob Charles, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Lewis and Roca LLP (the "Firm"), resident at One South Church Ave., Suite 700, Tucson, AZ 85701.

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide litigation and foreclosure services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are

1 parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the
2 Firm is retained in cases, proceedings, and transactions involving many different parties,
3 some of whom may represent or be claimants or employees of the Debtors, or other
4 parties in interest in these chapter 11 cases. Except as described below, the Firm does not
5 perform services for any such person in connection with these chapter 11 cases. In
6 addition, except as described below, the Firm does not have any relationship with any
7 such person, their attorneys, or accountants that would be adverse to the Debtors or their
8 estates.

9 4. The Firm has requested and the Debtor has agreed that the Firm may
10 provide transaction advice to Investors Management Trust Real Estate Group, Inc., dba
11 IMT Residential and IMT Capital Partners, LLC and their respective affiliates ("IMT"),
12 on the implications of the Lehman bankruptcy filing upon affiliates of the Debtor with
13 which IMT has engaged in business transactions.

14 5. Neither I, nor any partner of, or professional employed by the Firm has
15 agreed to share or will share any portion of the compensation to be received from the
16 Debtors with any other person other than the principals and regular employees of the
17 Firm.

18 6. Neither I, nor any partner of, or professional employed by the Firm, insofar
19 as I have been able to ascertain, holds or represents any interest adverse to the Debtors of
20 their estates.

21 7. The Debtors owe the Firm \$4,274.87 for prepetition services.

22 8. The Firm is conducting further inquiries regarding its retention by any
23 creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the
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1 period of its employment, if the Firm should discover any facts bearing on the matters
2 described herein, the Firm will supplement the information contained in this Affidavit.

3 Dated: November 12, 2008.

4 **LEWIS AND ROCA LLP**

5
6 By:

7 Rob Charles

8 One S. Church Avenue, Suite 700

9 Tucson, AZ 85701-1611

10 Tel: 520-629-4427 Fax: 520-879-4705

11 Email: RCharles@LRlaw.com

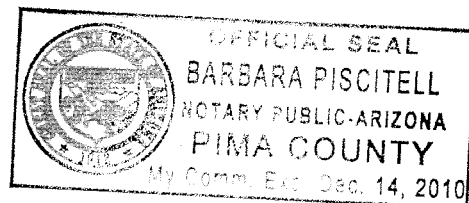
12 Subscribed and sworn to by Rob Charles of Lewis and Roca LLP on November 12, 2008.

13
14 *Barbara Piscitell*

15 Notary Public

16 My commission expires:

17 12-14-2010



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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN
BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES
(collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions must be answered. Please use "none," "not applicable," or "N/A,"
as appropriate. If more space is needed, please complete on a separate page
and attach.

1. Name and address of firm:

Lewis and Roca LLP
One South Church Ave., Suite 700
Tucson, AZ 85701-1611

2. Date of retention: October 5, 2007

1 3. Type of services provided (accounting, legal, etc.):

2 We represent the client as local counsel in a foreclosure of a deed of
3 trust on Arizona property securing a \$40 million loan. The loan is now
4 held by MM Arizona Holdings, LLC, as assignee of and an affiliate of
Debtor.

5 4. Brief description of services to be provided:

6 We serve as foreclosure trustee and support the loan collection activities as
7 directed by McKenna Long & Aldridge LLP.

8 5. Arrangements for compensation ~hourly, contingent, etc.)

9 (a) Average hourly rate (if applicable):

10 Hourly – \$300

11 (b) Estimated average monthly compensation based on prepetition
12 retention (if firm was employed prepetition):

13 \$4,000 to \$10,000

14 6. Prepetition claims against the Debtors held by the Firm:

15 Amount of claim: \$4,274.87

16 Date claim arose: 08/01/2008 – 09/15/2008

17 Source of Claim: legal retention agreement

18 7. Prepetition claims against the Debtors held individually by any partner,
19 associate, or professional employee of the firm:

20 Name: None

21 Status: _____

22 Amount of Claim: \$ _____

23 Date claim arose: _____

24 Source of claim: _____

25 _____

26
27 ¹ This answer necessarily excludes claims of mutual funds or other public investment vehicles
28 in which any partner, associate or professional employee of the firm owned an interest.

1 8. Stock of the Debtors currently held by the firm:

2 Kind of shares: None

3 No. of shares: _____

4 9. Stock of the Debtors currently held individually² by any member,
5 associate, or professional employee of the firm:

6 Name: Anne L. Saletta et ux

7 Status: Paralegal

8 Kind of shares: Common

9 No. of shares: 117

10
11 10. Disclose the nature and provide a brief description of any interest adverse to the
12 Debtors or to their estates with respect to the matters on which the above-named
firm is to be employed.

13 None

14 11. Name of individual completing this form:

15 Rob Charles

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27 ² This answer necessarily excludes claims of mutual funds or other public investment
28 vehicles in which any partner, associate or professional employee of the firm owned an
interest.